

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

IN RE:)	
)	
BILL HEARD ENTERPRISES, INC., et al.,¹)	Chapter 11
)	
Debtors.)	Case No. 08-83029-JAC-11

**ORDER ON DEBTORS' MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105
AND 363 AUTHORIZING CONTINUED USE OF EXISTING BANK ACCOUNTS AND
CASH MANAGEMENT SYSTEM**

This matter came before the Court on the Debtors' Motion for Entry of an Order Authorizing Continued Use of Existing Bank Accounts and Cash Management System (the "Motion"), filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"); the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding (a) that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); that notice of the

¹ In addition to Bill Heard Enterprises, Inc., the Debtors include the following entities: (i) Bill Heard Chevrolet Company, (ii) Tom Jumper Chevrolet, Inc., (iii) Bill Heard Chevrolet, Inc. - Huntsville, (iv) Landmark Chevrolet, Ltd., (v) Bill Heard Chevrolet, Ltd., (vi) Bill Heard Chevrolet Corporation Nashville, (vii) Bill Heard Chevrolet Corporation - Orlando, (viii) Bill Heard Chevrolet, Inc. - Union City, (ix) Bill Heard Chevrolet at Town Center, LLC, (x) Bill Heard Chevrolet, Inc. - Collierville, (xi) Bill Heard Chevrolet, Inc. - Scottsdale, (xii) Bill Heard Chevrolet, Inc. - Plant City, (xiii) Bill Heard Chevrolet, Inc. - Buford, (xiv) Bill Heard Chevrolet Corporation - Las Vegas, (xv) Bill Heard Chevrolet Corporation - N.W. Las Vegas, (xvi) Twentieth Century Land Corp., (xvii) Enterprise Aviation, Inc., (xviii) Century Land Corporation, (xix) Century Land Company - Tennessee, (xx) Bill Heard Management, LLC, (xxi) Landmark Vehicle Mgt., LLC, (xxii) Georgia Services Group, LLC, (xxiii) Columbus Transportation, LLC

Motion and the hearing was sufficient under the circumstances; and (d) that the legal and factual bases set forth in the Motion at and the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to continue their existing Cash Management System and their existing Bank Accounts under existing account numbers and such accounts shall be treated as DIP accounts for all purposes. The Debtors shall maintain strict records with respect to all transfers of cash so that all pre-petition and post-petition transactions may be readily ascertained, traced and recorded properly on applicable company accounts.
3. The banks and financial institutions at which the Bank Accounts are maintained (collectively, the "Banks") are authorized to continue to service and administer the applicable Bank Accounts as accounts of the respective Debtor as a debtor-in-possession without interruption and in the usual and ordinary course, and to receive, process and honor and pay any and all checks, drafts, wires, or automated clearing house transfers ("ACH Transfers") drawn on the bank accounts after the Petition Date by the holders or makers thereof, as the case may be.
4. Nothing contained herein shall prevent the Debtors from opening additional bank accounts, or closing existing bank accounts, as they deem necessary and appropriate, *provided, however*, that any new account shall be with a bank that is insured with the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation and that is organized under the laws of the United States or any state therein.
5. The Debtors are authorized to continue to perform pursuant to the terms of any pre-petition agreements that may exist between the Debtors and the Banks with respect to any fees, expenses or other amounts due in connection with such agreements arising prior to or after

the Petition Date. The parties to such agreements shall continue to enjoy the rights and remedies afforded to them under such agreements, except to the extent modified by an order of this Court or operation of the Bankruptcy Code.

6. No disbursements shall be made from a pre-petition bank account using pre-petition funds unless the Court enters an order specifically authorizing such a disbursement.

7. Operation of the Cash Management System shall not affect any liens on the cash held in the Cash Management System, and all such liens are expressly preserved.

8. Debtors agree to transfer all pre-petition funds held in the payroll accounts as of the Petition Date for each dealership to that dealership's general deposit accounts, effectively "zeroing out" such payroll accounts.

9. Fundings from any DIP financing will be deposited, held, and disbursed from a Heard control account.

10. All deposits from proceeds of pre-petition collateral shall be deposited and held in the general deposit account for the respective entity from whence the collateral was sold.

DONE and ORDERED this day September 30, 2008

/s/ Jack Caddell
Jack Caddell
U.S. Bankruptcy Judge